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Guy M Hicks
General Counsel

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May 14, 2004

VIA HAND DELIVERY

Hon. Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

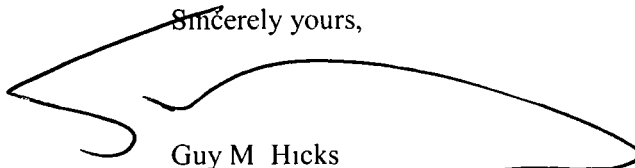
Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00142

Dear Chairman Tate

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AT&T Communications of the South Central States, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 22, 2002. The Amendment adds the line splitting USOC and rates to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc Bill Peacock, AT&T Communications of the South Central States, LLC
Chief Commercial Attorney, AT&T Communications of the South Central States, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, AT&T Communications of the South Central States, LLC ("AT&T") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 22, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, AT&T and BellSouth state the following:

1. AT&T and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to AT&T. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 19, 2002.

2 The parties have recently negotiated an Amendment to the Agreement. The Amendment adds the line splitting USOC and rates to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, AT&T and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and AT&T within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. AT&T and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

AT&T and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 15th day of May, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

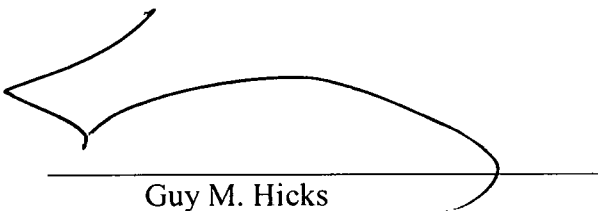
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 15th day of May, 2004:

Bill Peacock
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 12254
Atlanta, GA 30309

Chief Commercial Attorney
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 8100
Atlanta, GA 30309


Guy M. Hicks

**Seventh
Amendment to the Agreement
Between
AT&T Communications of the South Central States, LLC
and
BellSouth Telecommunications, Inc.
Dated May 22, 2002**

Pursuant to this Amendment, (the "Amendment"), AT&T Communications of the South Central States, LLC (AT&T), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 22, 2002("Agreement") to be effective after the date of the last signature executing the Amendment

WHEREAS, BellSouth and AT&T entered into the Agreement on May 22, 2002, and,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

- 1 The parties agree to add the rates for Line Splitting as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference
- 2 All of the other provisions of the Agreement, dated May 22, 2002, shall remain in full force and effect
- 3 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By 

Name Kristen E Rowe

Title Director, Interconnection Marketing

Date. 4/29/04

AT&T Communications of the South Central States, LLC

By 

Name Bill C. Peacock

Title Director- Local Services & Access Mgt

Date 4-28-04

UNBUNDLED NETWORK ELEMENTS - Tennessee																			
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2				Exhibit B			
						Nonrecurring		Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l				
						Rec	First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																			
PHYSICAL COLLOCATION																			
	Physical Collocation-2 Wire Cross Connects (Loop) for Line Splitting			UEPSR, UEPSB	PE1LS	0 0475	11 62	9 90	10 38	8 66									